

NEOGENOMICS INC
Form DEF 14A
April 22, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (As Permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

NeoGenomics, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- (1) Amount Previously Paid:
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- (4) Date Filed:

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NeoGenomics, Inc.

12701 Commonwealth Drive

Suite 9

Fort Myers, Florida 33913

To our Stockholders:

It is our pleasure to invite you to attend our 2019 Annual Meeting of Stockholders of NeoGenomics, Inc., which will be held on **Thursday, June 6, 2019, 10:00 a.m., local time, at the Hyatt Coconut Point Resort at 5001 Coconut Road Bonita Springs, FL 34134.**

Details regarding the meeting and the business to be conducted are described in the accompanying proxy statement. In addition to considering the matters described in the proxy statement, we will report on matters of interest to our stockholders.

We are pleased to inform you that instead of a paper copy of our proxy materials, most of our stockholders will be mailed a Notice of Internet Availability of Proxy Materials (Notice of Internet Availability). The Notice of Internet Availability contains instructions on how to access proxy materials and how to submit your proxy over the Internet. The Notice of Internet Availability also contains instructions on how to request a paper copy of our proxy materials, if desired. All stockholders who do not receive a Notice of Internet Availability will be mailed a paper copy of the proxy materials. Furnishing proxy materials over the internet allows us to provide our stockholders with the information they need in a timely manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials.

Your vote is very important to us. Whether or not you plan to attend the meeting, we encourage you to vote as soon as possible to ensure that your shares are represented at the meeting. The proxy statement explains more about proxy voting, so please read it carefully.

We thank you for your continued support and confidence in NeoGenomics.

Sincerely,

Douglas M. VanOort

Chief Executive Officer

April 22, 2019

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Notice of 2019 Annual Meeting of Stockholders

Thursday, June 6, 2019

10:00am, Eastern Daylight Time

ITEMS OF BUSINESS:

1. To elect eight directors from among the nominees named in the attached Proxy Statement.
2. To approve, on a non-binding advisory basis, executive compensation.
3. To approve, on a non-binding advisory basis, the frequency of future advisory votes on the compensation paid to our named executive officers.
4. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the year ending December 31, 2019.
5. To consider any other business properly brought before the Annual Meeting.

RECORD DATE:

You can vote if you were a stockholder of record as of the close of business on April 12, 2019.

PROXY VOTING:

It is important that your shares be represented at the Annual Meeting regardless of the number of shares you hold. **Whether or not you expect to attend the meeting in person, please complete, date, sign and return the accompanying proxy card in the enclosed envelope or use the telephone or internet method of voting as described on your proxy card to ensure the presence of a quorum at the meeting.** Even if you have voted by proxy and you attend the meeting, you may, if you prefer, revoke your proxy and vote your shares in person.

By Order of the Board of Directors

Denise Pedulla

Corporate Secretary

Important notice regarding the availability of proxy materials for the Annual Meeting of Stockholders to be held on Thursday, June 6, 2019. Our Proxy Statement and Annual Report to Stockholders are available at www.proxyvote.com.

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NEOGENOMICS, INC.

PROXY STATEMENT FOR THE

2019 ANNUAL MEETING OF STOCKHOLDERS

NeoGenomics, Inc. (we, us, our, NeoGenomics, or the Company), having its principal executive offices at 1270 Commonwealth Drive, Suite 9, Fort Myers, Florida 33913, is providing these proxy materials in connection with the 2019 Annual Meeting of Stockholders of NeoGenomics, Inc. (the 2019 Annual Meeting). This proxy statement contains important information for you to consider when deciding how to vote on the matters brought before the 2019 Annual Meeting.

QUESTIONS AND ANSWERS ABOUT THE 2019 ANNUAL MEETING

Q: When and where is the 2019 Annual Meeting?

A: The 2019 Annual Meeting is being held at the Hyatt Coconut Point Resort, 5001 Coconut Road Bonita Springs, FL 34134, at 10:00 a.m., local time, on Thursday, June 6, 2019.

Q: Who is entitled to vote at the 2019 Annual Meeting?

A: Holders of NeoGenomics, Inc. common stock at the close of business on April 12, 2019, the record date for the 2019 Annual Meeting (the Record Date) established by our board of directors (the Board), are entitled to receive notice of the 2019 Annual Meeting (the Meeting Notice), and to vote their shares at the 2019 Annual Meeting and any related adjournments or postponements. The Meeting Notice, proxy statement and form of proxy are first expected to be made available to stockholders on or about April 22, 2019.

As of the close of business on the Record Date, there were 95,321,508 shares of our common stock outstanding, each entitled to one vote. We refer to the holders of shares of our common stock as stockholders throughout this Proxy Statement. Each stockholder may be asked to present valid picture identification such as a driver's license or passport and proof of stock ownership as of the Record Date.

Q: Who can attend the 2019 Annual Meeting?

A: Admission to the 2019 Annual Meeting is limited to:

stockholders as of the close of business on the Record Date;

holders of valid proxies for the 2019 Annual Meeting; and

our invited guests.

Q: What is the difference between a stockholder of record and a stockholder who holds stock in street name?

A: If your shares are registered in your name, as evidenced and recorded in the stock ledger maintained by the Company and our transfer agent, you are a stockholder of record. If your shares are held in the name of your broker, bank or other nominee, these shares are held in street name.

If you are a stockholder of record and you have requested printed proxy materials, we have enclosed a proxy card for you to use for voting. If you hold our shares in street name through one or more banks, brokers or other nominees, you will receive the Meeting Notice, together with voting instructions, from the third party or parties through which you hold your shares. If you requested printed proxy materials, your broker, bank or other nominee has enclosed a voting instruction card for you to use in directing the broker, bank or other nominee regarding how to vote your shares.

Q: What are the quorum requirements for the 2019 Annual Meeting?

A: The presence in person or by proxy of persons entitled to vote a majority of shares of our outstanding common stock at the 2019 Annual Meeting constitutes a quorum. Your shares of our common stock will be counted as present at the 2019 Annual Meeting for purposes of determining

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whether there is a quorum if a proxy card has been properly submitted by you or on your behalf, or you vote in person at the 2019 Annual Meeting. Abstaining votes and broker non-votes are counted for purposes of establishing a quorum.

Q: What matters will the stockholders vote on at the 2019 Annual Meeting?

A: The stockholders will vote on the following proposals:

Proposal 1 - Election of Directors.

To elect eight members of our Board, each to hold office for a one year term ending on the date of the next succeeding annual meeting of stockholders or until such director's successor shall have been duly elected and qualified.

Proposal 2 - Advisory Vote on the Compensation Paid to our Named Executive Officers.

An advisory vote on the compensation paid to our named executive officers.

Proposal 3 - Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation.

An advisory vote on the frequency of future advisory votes on executive compensation.

Proposal 4 - Ratification of Appointment of Independent Registered Public Accounting Firm.

Q: What vote is required to approve each proposal?

A: Provided a quorum is present, the following are the voting requirements for each proposal:

Proposal 1 - Election of Directors.

The eight nominees receiving a majority number of votes FOR from the holders of votes of shares present in person or represented by proxy and entitled to vote on the election of directors will be elected.

Proposal 2 - Advisory Vote on the Compensation Paid to our Named Executive Officers.

Proposal 2 will be approved if holders of a majority of the shares present or represented by proxy and entitled to vote at the meeting vote FOR the proposal.

Proposal 3 - Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation.

If the majority of the votes cast by stockholders in person or via proxy with respect to this matter are cast in favor of a particular frequency alternative (whether every year, every two (2) years or every three (3) years) such frequency will be considered to be the recommendation of the stockholders on the advisory vote regarding the frequency of future advisory votes on the compensation paid to our named executive officers.

Proposal 4. Ratification of Appointment of Independent Registered Public Accounting Firm.

Proposal 4 will be approved if a majority of the votes cast by stockholders in person or via proxy with respect to this matter are cast in favor of the proposal.

Q: What are the Board's voting recommendations?

A: Our Board recommends that you vote your shares:

FOR the eight directors nominated by our Board, each to serve until the 2020 annual meeting of stockholders or until such director's successor shall have been duly elected and qualified.

FOR the approval of the proposal regarding the compensation paid to our named executive officers.

EVERY YEAR for the proposal regarding the frequency of future advisory votes on the compensation paid to our named executive officers;

FOR the ratification of Appointment of the Independent Registered Public Accounting Firm.

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Q: How do I vote?

A: You may vote by any of the following methods:

In Person. Stockholders of record and beneficial stockholders with shares held in street name may vote in person at the 2019 Annual Meeting. If you hold shares in street name, you must obtain a proxy from the stockholder of record authorizing you to vote your shares and bring it to the meeting along with proof of beneficial ownership of your shares. A photo ID is required to vote in person.

By mail. If you elected to receive printed proxy materials by mail, you may vote by signing and returning the proxy card provided. Please allow sufficient time for mailing if you decide to vote by mail.

By internet or telephone. You may also vote over the internet at www.proxyvote.com or vote by telephone at 1-(800) 690-6903. Please see proxy card for voting instructions.

Q: How can I change or revoke my vote?

A: You may change your vote as follows:

Stockholders of record. You may change or revoke your vote by submitting a written notice of revocation to NeoGenomics, Inc., 12701 Commonwealth Drive, Suite 9, Fort Myers, Florida 33913, Attention: Denise Pedulla, Corporate Secretary, or by submitting another proxy card before the conclusion of the 2019 Annual Meeting. For all methods of voting, the last vote cast will supersede all previous votes.

Beneficial owners of shares held in street name. You may change or revoke your voting instructions by following the specific directions provided to you by your bank or broker or other nominee.

Q: What if I do not specify a choice for a matter when returning a proxy?

A: Your proxy will be treated as follows:

Stockholders of record. If you are a stockholder of record and you sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares in the manner recommended by the Board on all matters presented in this proxy statement and as the proxy holders may determine in their discretion for any other matters properly presented for a vote at the meeting.

Beneficial owners of shares held in street name. If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is referred to as a broker non-vote.

Q: Which ballot measures are considered routine or non-routine?

A: The ratification of appointment of Independent Registered Public Accounting Firm (Proposal 4) is considered to be a routine matter under applicable rules. Abstentions, if any, will have no effect on the outcome of the vote on this proposal because they are not considered to be present or entitled to vote on the proposal, and broker non-votes are not

expected to occur on this proposal.

The election of directors (Proposal 1), the advisory vote on the compensation paid to our named executive officers (Proposal 2), and the advisory vote on the frequency of future advisory votes on executive compensation paid to our named executive officers (Proposal 3) are considered to be non-routine matters under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore there may be broker non-votes on Proposals 1, 2, and 3.

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Q: Could other matters be decided at the 2019 Annual Meeting?

A: As of the date of the filing of this proxy statement, we were not aware of any matters to be raised at the 2019 Annual Meeting other than those referred to in this proxy statement. If other matters are properly presented at the 2019 Annual Meeting for consideration, the proxy holders for the 2019 Annual Meeting will have the discretion to vote on those matters for stockholders who have submitted a proxy card.

Q: Who is soliciting proxies and what is the cost?

A: We are making, and will bear all expenses incurred in connection with, the solicitation of proxies. Although we do not currently contemplate doing so, we may engage a proxy solicitation firm to assist us in soliciting proxies, and if we do so we will pay the fees of any such firm. In addition to solicitation by mail, our directors, officers and employees may solicit proxies from stockholders by telephone, letter, electronic mail, facsimile or in person. Following the original mailing of the Meeting Notice, we will request brokers, custodians, nominees and other record holders to forward their own notice and, upon request, to forward copies of the proxy statement and related soliciting materials to persons for whom they hold shares of our common stock and to request authority for the exercise of proxies. In such cases, upon the request of the record holders, we will reimburse such holders for their reasonable expenses.

Q: What should I do if I have questions regarding the 2019 Annual Meeting?

A: If you have any questions about the 2019 Annual Meeting, would like to obtain directions to be able to attend the 2019 Annual Meeting and vote in person or would like additional copies of any of the documents referred to in this proxy statement, you should call our Investor Relations department at (239) 768-0600.

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At the 2019 Annual Meeting, a board of eight directors will be elected, each to hold office until the next succeeding annual meeting of stockholders or until such director's successor shall have been duly elected and qualified (or, if earlier, such director's removal or resignation from our Board). Information concerning all director nominees appears below. Although management does not anticipate that any of the persons named below will be unable or unwilling to stand for election, in the event of such an occurrence, proxies may be voted for a substitute designated by the Board.

Information as to Nominees and Other Directors

Background information, as of April 22, 2019, about the Board's nominees for election, as well as information regarding additional experience, qualifications, attributes or skills that led the Board to conclude that the nominee should serve on the Board, is set forth below.

Douglas M. VanOort, age 63. Mr. VanOort has served as the Chairman of the Board of Directors and Chief Executive Officer of the Company since October 28, 2009. For seven months prior to October 2009, he served as Chairman of the Board of Directors, Executive Chairman and Interim Chief Executive Officer. Prior to joining the Company, Mr. VanOort was a General Partner with a private equity firm, and a Founding Managing Partner of a venture capital firm. From 1982 through 1999, Mr. VanOort served in various positions at Corning Incorporated (Corning) and at its spin-off company, Quest Diagnostics, Inc. (Quest Diagnostics). During the period from 1995 through 1999, he served as the Senior Vice President Operations for Quest Diagnostics which was then a \$1.5 billion newly formed NYSE-traded Company. During the period of 1989 to 1995, he held senior executive positions at Corning Life Sciences, Inc., including Executive Vice President. Corning Life Sciences Inc. had revenues of approximately \$2 billion and was spun-off in a public transaction to create both Quest Diagnostics and Covance, Inc. From 1982 to 1989, Mr. VanOort served in various executive positions at Corning, including Director of Mergers & Acquisitions. Mr. VanOort currently serves as the Chair of the American Clinical Laboratory Association where he previously served as a member of the Board. Mr. VanOort is a graduate of Bentley University.

Steven C. Jones, age 55. Mr. Jones has served as a director since October 2003, and as Executive Vice President from 2016 until 2019. He served as Executive Vice President - Finance from 2009 until 2016, and as Chief Compliance Officer from 2013 until 2018. Mr. Jones served as Chief Financial Officer for the Company from October 2003 until November 30, 2009, and was Executive Vice President - Finance from November 30, 2009 to November 4, 2016. Mr. Jones is the founder and Chairman of the Aspen Capital Group, a private equity investment firm, and has been President and Managing Director of Aspen Capital Advisors since January 2001. Prior to that Mr. Jones was a chief financial officer at various public and private companies and was a Vice President in the Investment Banking Group at Merrill Lynch & Co. Mr. Jones received his B.S. degree in Computer Engineering from the University of Michigan in 1985 and his MBA degree from the Wharton School of the University of Pennsylvania in 1991. He also serves on the Boards of Directors of XG Sciences, Inc., an advanced materials company, and ERP Maestro, Inc., a company that provides software services to corporations.

Kevin C. Johnson, age 64. Mr. Johnson has served as a director since October 2010. Mr. Johnson was the Chief Executive Officer for United Allergy Services, a provider of allergy testing and immunotherapy services, from September 2014 through July 2015. From January 2003 until September 2014 Mr. Johnson was retired. From May 1996 until January 2003, Mr. Johnson was

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Chairman, Chief Executive Officer and President of DIANON Systems, Inc. (DIANON), a publicly-traded cancer diagnostic services company providing anatomic pathology and molecular genetic testing services to physicians nationwide. During that time, DIANON grew annual revenues from approximately \$56 million in 1996 to approximately \$200 million in 2002. DIANON was sold to Laboratory Corporation of America (NYSE: LH) in January of 2003. Prior to joining DIANON in 1996, Mr. Johnson was employed by Quest Diagnostics and Quest's predecessor, the Life Sciences Division of Corning, for 18 years, and held numerous management and executive level positions.

Raymond R. Hipp, age 76. Mr. Hipp has served as a director since February 2011. Mr. Hipp is a retired senior executive that has been involved in consulting work over the last few years involving mergers and acquisitions as well as serving on the board of directors for several public companies. From July 1998 until his retirement in June 2002, Mr. Hipp served as Chairman, President and CEO of Alternative Resources Corporation, a provider of information technology outsourcing services. From August 1996 until May 1998, Mr. Hipp was the Chief Executive Officer of ITI Marketing Services, a provider of marketing services. Prior to that, Mr. Hipp held senior executive positions with several other firms. Mr. Hipp has a B.S. from Southeast Missouri State University. Mr. Hipp served on the board of directors and on the audit committee of Gardner Denver, Inc. (NYSE: GDI), an industrial manufacturing company, for over 14 years.

Bruce K. Crowther, age 67. Mr. Crowther has served as a director since October 2014. Mr. Crowther retired in 2013 as President and Chief Executive Officer of Northwest Community Healthcare where he served for 23 years. Northwest Community Healthcare is an award winning hospital offering a complete system of care. Mr. Crowther has a B.S. in Biology and an M.B.A. from Virginia Commonwealth University. Mr. Crowther serves on the board of directors of Wintrust Financial Corporation, a public financial holding company and serves on the board of directors of Barrington Bank and Trust which is a Wintrust Financial Corporation owned Company. He was previously the Chairman and currently a Director of the Max McGraw Wildlife Foundation, a not for profit organization committed to conservation education and research. Mr. Crowther has also served on the Board of Directors of Gray Matter Analytics, Inc., a privately owned company, since 2018. Gray Matter provides analytical tools to health systems.

Lynn A. Tetrault, age 56. Ms. Tetrault has served as a director since June 2015. Ms. Tetrault is founder and principal of Anahata Leadership, an advisory firm focused on supporting the leadership effectiveness and development of executive women. She worked from 1993 to 2014 with AstraZeneca, PLC most recently as Executive Vice President Human Resources and Corporate Affairs. Ms. Tetrault was responsible for all human resources strategy, talent management, executive compensation and related activities, internal and external communications, government affairs, corporate reputation and corporate social responsibility for the Company. Ms. Tetrault has an undergraduate degree from Princeton University and a J.D. from the University of Virginia Law School.

Alison L. Hannah, age 58. Dr. Hannah has served as a director since June 2015. Dr. Hannah has over 25 years experience in the development of investigational cancer chemotherapies. Since 2000, she has served as a consultant to the pharmaceutical industry, working with over 20 companies with a focus on molecularly targeted therapy. Prior to this, she worked as Senior Medical Director at SUGEN on various compounds, including Sutent approved in kidney cancer, and Quintiles, a global Contract Research Organization. Dr. Hannah specializes in clinical development strategy, and has filed over 30 Investigational New Drug applications for new molecular entities and 8 successful New Drug Applications. She participates in Data Monitoring Committees, Scientific Advisory Boards and Independent Review Committees for clinical trials. She has a bachelor's degree in biochemistry and immunology from Harvard University and her medical degree from the University of Saint Andrews. She is a member of ASCO, AACR, ASH, ESMO and a Fellow with the Royal Society of Medicine.

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Stephen M. Kanovsky, age 56. Mr. Kanovsky has served as a director since July 2017. Mr. Kanovsky is General Counsel, Global Innovation of GE Healthcare, a business unit of General Electric that provides medical technologies and solutions to the global healthcare industry and supports customers in over 100 countries with a broad range of services and systems, from diagnostic imaging and healthcare IT through to molecular diagnostics and life sciences. Mr. Kanovsky earned his bachelor's degree from the University of Pennsylvania. He subsequently graduated from Temple University's School of Pharmacy with a master's degree in Pharmacology and Temple University's School of Law with a juris doctorate degree. Mr. Kanovsky also holds a master's degree in business administration from Saint Joseph's University's Haub School of Business.

Nomination Criteria

The following is a summary of certain of the experience, qualifications, attributes and skills that led the Company's Board of Directors to conclude that such person should serve as a director at the time each was nominated. This information supplements the biographical information provided above.

Douglas M. VanOort, Chairman of the Board of Directors and Chief Executive Officer. Mr. VanOort has significant experience in the laboratory industry, including experience obtained as Chairman of the Board of Directors and Chief Executive Officer of the Company and as Senior Vice President Operations for Quest Diagnostics. Mr. VanOort also has significant financial experience, having served as Executive Vice President and Chief Financial Officer of Corning Life Sciences, Inc. and as an Operating Partner with a private equity firm and a Founding Managing Partner of a venture capital firm. Mr. VanOort is an experienced executive officer and manager as illustrated by the above described positions and others included in the biographical information provided above.

Steven C. Jones, Board Member. Mr. Jones has a background in investment banking and in investing in the healthcare industry. He has also served as Chief Financial Officer and Chief Executive Officer of various companies, including service to the Company from 2003 to 2009 as its Chief Financial Officer. Mr. Jones provides valuable experience to the Company with respect to strategic and financial matters.

Kevin C. Johnson, Board Member. Mr. Johnson spent the majority of his career in the laboratory business and was the Chief Executive Officer and President of DIANON before it was sold to Laboratory Corporation of America. His experience as a Chief Executive Officer of a rapidly growing laboratory company operating in a similar niche of our industry enables him to provide significant and valuable insights as to running a laboratory company and strategies we should pursue.

Raymond R. Hipp, Board Member and Chairman of the Audit Committee. Mr. Hipp has experience in mergers and acquisitions, information technology and as a Chief Executive Officer. Mr. Hipp fills an important role with the Company as the Chairman of the Audit Committee and as an audit committee financial expert.

Bruce K. Crowther, Board Member and Chairman of the Compliance Committee. Mr. Crowther has experience in the healthcare industry and a strong knowledge of the hospital market having served as Chief

Executive Officer of a healthcare system for over 23 years. His experience in this role allows him to provide insight into how the Company should manage the hospital market. He also has experience serving on the board of directors of other public companies.

Lynn A. Tetrault, Board Member and Chairwoman of the Compensation Committee. Lynn Tetrault is a dynamic, seasoned executive in the pharmaceutical industry. Having progressed through numerous senior management roles at Astra Zeneca she acquired extensive human resource and corporate governance experience at the highest level of the company. As the

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Company continues to grow, Ms. Tetrault's experience will help shape human resource policies and operations as well as the make-up of the board of directors and its governance policies.

Alison L. Hannah, Board Member. Dr. Hannah has significant healthcare knowledge having spent the last 15 years as a consultant in the field of oncology drug development with over 20 years of experience working with biopharmaceutical companies. She has extensive knowledge of the clinical trials marketplace and we believe she will be able to offer guidance on how the Company should position itself to obtain clinical trials diagnostic testing volumes as the Company continues to grow its revenue in that area.

Stephen Kanovsky, Board Member and Chairman of the Nominating and Corporate Governance Committee. Mr. Kanovsky has over 25 years of legal experience in the global life sciences and pharmaceutical industry. He brings valuable experience to our Board through his prior involvement with Clariant, prior to the NeoGenomics acquisition in December of 2015.

Corporate Governance

Director Independence. Under the NASDAQ Stock Market Rules, the Board has a responsibility to make an affirmative determination that those members of its Board that serve as independent directors do not have any relationships with the Company and its businesses that would impair their independence. In connection with these determinations, the Board reviews information regarding transactions, relationships and arrangements involving the Company and its businesses and each director that it deems relevant to independence, including those required by the NASDAQ Stock Market Rules.

The Board has determined that each of Mr. Johnson, Mr. Hipp, Mr. Crowther, Mrs. Tetrault, Dr. Hannah, and Mr. Kanovsky are independent. The Audit Committee and the Compensation Committee are each composed entirely of directors who are independent under the NASDAQ Stock Market Rules and the applicable rules of the United States Securities and Exchange Commission (the "SEC").

Director Nominations. Our Board has a standing Nominating and Corporate Governance Committee (the "Nominating Committee"). The Nominating Committee considers and recommends candidates for election to the Board and nominees for committee memberships and committee chairs.

Director candidates are considered based upon a variety of criteria, including demonstrated business and professional skills and experiences relevant to our business and strategic direction, concern for long-term stockholder interests, personal integrity and sound business judgment. The Nominating Committee seeks men and women from diverse professional backgrounds who combine a broad spectrum of relevant industry and strategic experience and expertise that, in concert, offer us and our stockholders diversity of opinion and insight in the areas most important to us and our corporate mission. However, we do not have a formal policy concerning the diversity of the Board. All director candidates must have time available to devote to the activities of the Board. We also consider the independence of director candidates, including the appearance of any conflict in serving as a director. A director who does not meet all of these criteria may still be considered for nomination to the Board if our independent directors believe that the candidate will make an exceptional contribution to us and our stockholders.

Generally, when evaluating and recommending candidates for election to the Board, the Nominating Committee will conduct candidate interviews, evaluate biographical information and background material, and assess the skills and experience of candidates in the context of the then-current needs of the Company. In identifying potential director candidates, the Board may also seek input from the

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executive officers and may also consider recommendations by employees, community leaders, business contacts, third-party search firms, and any other sources deemed appropriate by the Nominating Committee. The Nominating Committee will also consider director candidates recommended by stockholders to stand for election at the annual meeting of stockholders so long as such recommendations are submitted in accordance with the procedures described below under *Stockholder Recommendations for Board Candidates*.

Board Leadership Structure. Our Board has a policy that allows the offices of Chairman of the Board and Chief Executive Officer to be separate or combined and, if they are to be separate, allows Chairman of the Board role to be either selected from among the independent directors or an executive officer. Our Board believes that it should have the flexibility to make these determinations at any given time in the way that it believes best to provide appropriate leadership for the Company at that time. Our Board has reviewed our current Board leadership structure in light of the composition of the Board, the Company's size, the nature of the Company's business, the regulatory framework under which the Company operates, and other relevant factors. Considering these factors, the Company has determined to have the same individual, Douglas VanOort, serve as Chief Executive Officer and Chairman of the Board. The Board does not have nor have they appointed a lead independent director.

Board Role in Risk Oversight. The Board administers its risk oversight function directly and through the Audit Committee. The Board and the Audit Committee regularly discuss with management the Company's major risk exposures, their potential financial impact on the Company, and the steps taken to monitor and control those risks.

Information Regarding Meetings and Committees of the Board

The Board. The Board met four times for regular meetings during 2018. All of such meetings were regularly scheduled meetings and telephonic calls were held as needed. In addition, the Board held two special meeting via teleconference during 2018. During 2018, each incumbent director attended 75% or more of the Board and applicable committee meetings for the periods during which each such director served. Directors are not required to attend annual meetings of our stockholders. We held an annual meeting of stockholders in 2018, which was attended by two of the directors then serving on the Board.

The Board currently has four standing committees: the Audit Committee, the Nominating and Corporate Governance Committee, the Compensation Committee and the Compliance Committee.

Director Name	Audit Committee	Nominating and Corporate Governance Committee	Compensation Committee	Compliance Committee
Steven C. Jones				X
Kevin C. Johnson		X		X
Raymond R. Hipp	X (Chair)		X	
Bruce K. Crowther	X			X (Chair)
Lynn A. Tetrault	X		X (Chair)	
Alison L. Hannah		X		X
Stephen Kanovsky		X (Chair)	X	

Audit Committee. The Audit Committee functions pursuant to a written charter adopted by the Board, a copy of which may be found at our website www.neogenomics.com under the heading Investors. The

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Audit Committee is appointed by the Board to assist the Board with a variety of matters described in its charter, which include monitoring (1) the integrity of our financial statements, (2) the effectiveness of our internal control over financial reporting, (3) the qualifications and independence of our independent registered public accounting firm, (4) the performance of our independent registered public accounting firm, and (5) our compliance with legal and regulatory requirements. The Audit Committee met ten times during 2018 including four in-person meetings. The formal report of the Audit Committee is set forth beginning on page 17 of this proxy statement.

The Board has determined that Raymond Hipp is independent and an audit committee financial expert as such term is defined under applicable SEC rules.

Nominating and Corporate Governance Committee. The Nominating Committee functions pursuant to a written charter adopted by the Board, a copy of which may be found at our website www.neogenomics.com under the heading Investors. Our Nominating Committee is responsible for (1) reviewing and evaluating the size, composition, function, and duties of the Board consistent with its needs; (2) establishing criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by stockholders; (3) recommending to the Board, director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings; (4) recommending directors for appointment to Board committees; (5) making recommendations to the Board as to determinations of director independence; (6) overseeing the evaluation of the Board; (7) developing and recommending to the Board the Corporate Governance Guidelines for the Company and overseeing compliance with such Guidelines; and (8) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies. The Nominating Committee identifies and evaluates nominee candidates as described above under *Director Nominations* . The Nominating Committee met four times during 2018.

Compensation Committee. The Compensation Committee functions pursuant to a written charter adopted by the Board, a copy of which may be found at our website www.neogenomics.com under the heading Investors. The Compensation Committee is responsible for discharging the Board's responsibilities relating to compensation of our Chief Executive Officer and our other executive officers and has overall responsibility for approving and evaluating all of our compensation plans, policies and programs as they affect our executive officers. All of the members of the committee are independent directors within the meaning of the applicable NASDAQ Stock Market Rules. The Compensation Committee met 7 times during 2018 including three in person meetings.

The Compensation Committee engaged independent compensation consultants in 2018 to advise the Compensation Committee on peer group development, market practices, industry trends, investor views and benchmark compensation data. In addition, they reviewed and provided the Compensation Committee with an independent perspective of management recommendations. These duties were consistent with those performed in prior years.

The decision to engage this firm as a consultant was made by the Compensation Committee and approved by Chairman and Chief Executive Officer.

Compliance Committee. Our Compliance Committee functions pursuant to a written charter adopted by the Board, a copy of which may be found at our website www.neogenomics.com under the heading Investors. The Compliance Committee is responsible for overseeing the Company's activities in the area of corporate compliance with applicable laws and regulations related to our provision of medical-related services and assessing management's implementation of the Company's Corporate Compliance Program. The Compliance Committee met four times during 2018.

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Stockholder Recommendations for Board Candidates

The Board will consider qualified candidates for director that are recommended and submitted by stockholders. Submissions that meet the current criteria for board membership are forwarded to the Nominating and Corporate Governance Committee for further review and consideration. The Committee will consider a recommendation only if appropriate biographical information and background material is provided on a timely basis, accompanied by a statement as to whether the stockholder or group of stockholders making the recommendation has beneficially owned more than five percent of our common stock for at least one year as of the date that the recommendation is made. To submit a recommendation for a nomination, a stockholder may write to the Board at our principal executive office, Attention: Denise Pedulla, Corporate Secretary.

The Committee will evaluate any such candidates by following substantially the same process, and applying substantially the same criteria, as for candidates submitted by Board members, assuming that appropriate biographical and background material is provided for candidates recommended by stockholders and the process for submitting the recommendation is followed.

Stockholder Communications with the Board

Stockholders may, at any time, communicate with any of our directors by mailing a written communication to NeoGenomics, Inc., 12701 Commonwealth Drive, Suite 9, Fort Myers, Florida, 33913, Attention: Denise Pedulla, Corporate Secretary. The mailing envelope must contain a clear notation indicating that the enclosed letter is a Stockholder-Board Communication or Stockholder-Director Communication. All such letters must identify the author as a stockholder, provide evidence of the sender's stock ownership and clearly state whether the intended recipients are all members of the Board or a particular director or directors. The Corporate Secretary will then forward such correspondence, without editing or alteration, to the Board or to the specified director(s) on or prior to the next scheduled meeting of the Board. The Board will determine the method by which such submission will be reviewed and considered. The Board may also request the submitting stockholder to furnish additional information it may reasonably require or deem necessary to sufficiently review and consider the submission of such stockholder.

Vote Required for Approval

The eight nominees receiving the majority of votes cast FOR by stockholders in person or by proxy will be elected. Proposal 1 is a non-discretionary or non-routine item, meaning that brokerage firms cannot vote shares in their discretion on behalf of a client if the client has not given voting instructions. Accordingly, if you hold your shares in street name and fail to instruct your broker to vote your shares, your shares will not be counted as votes cast and will have no effect on the outcome of Proposal 1.

Board Recommendation

The Board unanimously recommends a vote FOR each nominee.

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PROPOSAL 2 ADVISORY VOTE ON THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS

General

We are providing our stockholders with the opportunity to express their views on our named executive officers compensation as set forth under *Executive and Director Compensation* by casting their vote on Proposal 2. This non-binding, advisory vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers as described in this proxy statement.

The Board of Directors believes our executive compensation program, which is described in detail in the *Executive and Director Compensation* section is designed to balance the goals of attracting and retaining talented executives who are motivated to achieve our annual and long-term strategic goals, while keeping the program affordable and appropriately aligned with stockholder interests. We believe that our executive compensation program accomplishes these goals in a way that is consistent with our purpose and core values, and the long-term interests of the Company and its stockholders. Our equity compensation (which is awarded in the form of stock options and restricted stock) is designed to build executive ownership and align financial incentives focused on the achievement of our long-term strategic goals (both financial and non-financial).

Although the vote on Proposal 2 regarding the compensation of our named executive officers is not binding, the Board of Directors and the Compensation Committee value the opinions of our stockholders and will consider the result of the vote when determining future executive compensation arrangements.

If this proposal is approved, our stockholders will be approving the following resolution:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K in the Company's proxy statement for the 2019 Annual Meeting of Stockholders, is hereby approved.

Vote Required for Approval

The compensation paid to our named executive officers will be considered approved if a majority of the votes cast by stockholders in person or via proxy with respect to this matter are cast in favor of the proposal. Proposal 2 is a non-discretionary or non-routine item, meaning that brokerage firms cannot vote shares in their discretion on behalf of a client if the client has not given voting instructions. Accordingly, if you hold your shares in street name and fail to instruct your broker to vote your shares for the proposal, your shares will not be counted as votes cast for the proposal and will have no effect on the outcome of Proposal 2. Abstentions will have no effect on the outcome of the proposal.

Board Recommendation

The Board unanimously recommends a vote **FOR** Proposal 2.

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PROPOSAL 3 ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION

General

We are providing our stockholders with the opportunity to express their views on the frequency of future advisory votes on the compensation paid to our named executive officers by casting their vote on Proposal 3. Under Proposal 3, stockholders may vote in favor of holding this advisory vote every year, every two years or every three years beginning with the 2020 annual meeting of stockholders. The advisory vote on executive compensation described in Proposal 2 is referred to as a say-on-pay vote.

We currently provide a stockholder say-on-pay vote on executive compensation every three years, however, the Board believes that a change to an annual vote is in the best interests of our stockholders. We believe an annual say-on-pay vote will enhance stockholder communication by encouraging our stockholders to provide regular input on our executive compensation policies, practices and plans.

An annual vote is also consistent with our desire to constructively engage with our stockholders on important issues such as executive compensation.

Although as an advisory vote, this proposal is not binding on the Company or the Board, the Board values the opinions that our stockholders express through their votes and will carefully consider the stockholder vote, even if none of the options obtains a majority vote, along with all other views expressed by our stockholders, when considering how frequently we should hold the say-on-pay vote. The Board may decide that it is in the best interests of the stockholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option that receives the highest number of votes by our stockholders.

If this proposal is approved, our stockholders will be approving the following resolution:

RESOLVED, the change from an advisory vote on executive compensation paid to the Company's named executive officers every three years to an annual advisory vote, beginning with the 2020 Proxy Statement is hereby approved.

Vote Required for Approval

The compensation paid to our named executive officers will be considered approved if a majority of the votes cast by stockholders in person or via proxy with respect to this matter are cast in favor of the proposal. Proposal 3 is a non-discretionary or non-routine item, meaning that brokerage firms cannot vote shares in their discretion on behalf of a client if the client has not given voting instructions. Accordingly, if you hold your shares in street name and fail to instruct your broker to vote your shares for the proposal, your shares will not be counted as votes cast for the proposal and will have no effect on the outcome of Proposal 3. Abstentions will have no effect on the outcome of the proposal.

Board Recommendation

The Board unanimously recommends a vote of EVERY YEAR for Proposal 3.

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PROPOSAL 4 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors appointed Deloitte & Touche LLP on February 27, 2019 to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2019.

Although ratification of the appointment of our independent registered public accounting firm is not required by our Amended and Restated Bylaws or otherwise, the Board is submitting the appointment of Deloitte & Touche LLP to our stockholders for ratification because we value the views of our stockholders. In the event that stockholders fail to ratify the appointment of Deloitte & Touche LLP, the Audit Committee will review its future selection of its independent registered public accounting firm. Even if the appointment is ratified, the ratification is not binding and the Audit Committee may in its discretion select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of our Company and our stockholders.

Representatives from Deloitte & Touche LLP are expected to be present at the 2019 Annual Meeting.

Former Auditors

Crowe LLP has served as our principal auditor for the previous five years. On February 27, 2019, the Audit Committee of the Board of Directors of NeoGenomics, Inc. (the Company) dismissed Crowe LLP (Crowe) as the Company's independent registered public accounting firm, effective following the issuance of the Company's Annual Report on Form 10-K for the period ended December 31, 2018.

Crowe's reports on the Company's financial statements for the fiscal years ended December 31, 2018 and 2017 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

During the Company's two most recent fiscal years ended December 31, 2018 and 2017 and the subsequent interim period through February 27, 2019, there were:

- (i) No disagreements (within the meaning of Item 304(a) of Regulation S-K) with Crowe on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Crowe, would have caused it to make reference to the subject matter of the disagreements in its reports on the consolidated financial statements of the Company; and
- (ii) No reportable events (as such term is defined in Item 304(a)(1)(v) of Regulation S-K).

We requested Crowe LLP to furnish us with a letter addressed to the Securities and Exchange Commission stating whether they agreed with the above statements. A copy of that letter was filed with the Commission on a Form 8-K filed on March 5, 2019.

During the two most recent fiscal years ended December 31, 2018 and 2017, and the subsequent interim periods through February 27, 2019, neither the Company nor anyone on its behalf consulted Deloitte regarding either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements or any matter that was either the subject of a disagreement (within the meaning of Item 304(a) of Regulation S-K) or a reportable event (as such term is defined in Item 304(a)(1)(v) of Regulation S-K).

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Vote Required for Approval

The ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019 will be approved if a majority of the votes cast by stockholders in person or via proxy with respect to this matter are cast in favor of the proposal. Abstentions and broker non-votes, if any, will not be treated as votes cast and will have no impact on the proposal.

Board Recommendation

The Board unanimously recommends a vote **FOR** the ratification of the appointment of the Deloitte & Touche LLP as our Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2019.

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EQUITY COMPENSATION PLAN INFORMATION

The following table provides information, as of December 31, 2018, regarding the number of shares of Company common stock that may be issued under the Company's equity compensation plans.